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Our Company was incorporated as a private limited company under the name of “Basilic Fly Studio Private Limited” under the Companies Act, 2013 vide certificate of incorporation dated January 28, 2016, issued by the Registrar of Companies, Chennai, bearing Corporate Identification Number (CIN) U92100TN2016PTC103861. Subsequently, our Company was converted into a Public Limited Company pursuant to the special resolution passed by the Shareholders of our Company on December 29, 2022. Consequent upon conversion of our Company into public limited, the name of company was changed from “Basilic Fly Studio Private Limited” to “Basilic Fly Studio Limited” and a fresh Certificate of Incorporation dated May 19, 2023, was issued by the Registrar of Companies, Chennai. The CIN of the Company changed to U92100TN2016PLC103861. For further Details of Incorporation and Change in Registered Office of our Company, please refer to section titled ‘Our History and Certain Other Corporate Matters’ beginning on page no 119 of this Red Herring Prospectus.

Registered Office: Tower A, KRC Commerzone, Mount Poonamallee Road, Porur, Chennai Tamil Nadu 600116 India
Contact Person: Mr. Nikhil Midha, Company Secretary & Compliance Officer;
Telephone: + 91 94164 22201; **E-mail:** cs@basilicfly.com; **Website:** www.basilicflystudio.com;
Corporate Identity Number: U92100TN2016PLC103861

OUR PROMOTERS: MR. BALAKRISHNAN AND MS. YOGALAKSHMI S

INITIAL PUBLIC OFFER OF UP TO 68,40,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF BASILIC FLY STUDIO LIMITED (THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY (THE “OFFER PRICE”) AGGREGATING TO ₹ [●] LAKH (“THE OFFER”) COMPRISING OF A FRESH OFFER OF UP TO 62,40,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKH (THE “FRESH OFFER”) AND AN OFFER FOR SALE OF 6,00,000 EQUITY SHARES BY THE SELLING SHAREHOLDERS (“OFFER FOR SALE”) AGGREGATING TO ₹ [●] LAKH OF WHICH UP TO 10,26,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE OFFER (THE “MARKET MAKER RESERVATION PORTION”). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION I.E. NET OFFER OF UP TO 58,14,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKH (THE “NET OFFER”). THE OFFER AND THE NET OFFER WILL CONSTITUTE 29.43% AND 25.02 % RESPECTIVELY OF THE POST OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

- **QIB PORTION:** NOT MORE THAN 50.00% OF THE NET ISSUE
- **RETAIL PORTION:** NOT LESS THAN 35.00% OF THE NET ISSUE
- **NON-INSTITUTIONAL PORTION:** NOT LESS THAN 15.00% OF THE NET ISSUE
- **MARKET MAKER PORTION:** UP TO 10,26,000 EQUITY SHARES OR 15% OF THE ISSUE

**PRICE BAND: RS. 92 TO RS. 97 PER EQUITY SHARE OF FACE VALUE RS. 10/- EACH.
THE FLOOR PRICE IS 9.2 TIMES OF THE FACE VALUE AND
THE CAP PRICE IS 9.7 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.
BIDS CAN BE MADE FOR A MINIMUM OF 1,200 EQUITY SHARES AND IN MULTIPLES OF 1,200
EQUITY SHARES THEREAFTER.**

Risks to Investors:

- Our Company operates in the constantly evolving VFX market, which is subject to rapidly changing clients’ behaviour and tastes, and depends on audience acceptance of content for which the Company provides VFX services and the long-term popularity of the brands.
- The Merchant Banker associated with the Issue has handled 15 public issues in the past two years out of which no issues closed below the Issue Price on Listing date.

- Average cost of acquisition of Equity Shares held by the Promoter Mr. Balakrishnan and Ms. Yogalakshmi S is Rs. 0.60 and Nil Rs.0.12 respectively per Equity Share and the Issue Price at the upper end of the Price Band is Rs. 97 per Equity Share.
- The Price/ Earnings ratio based on Diluted EPS for year ended March 2023 for the company at the upper end of the Price Band is 5.94%
- Weighted Average Return on Net worth for Fiscals 2023, 2022 and, 2021 is 53.30%

BID/ ISSUE PROGRAM

ANCHOR INVESTOR BIDDING DATE⁽¹⁾: THURSDAY AUGUST 31, 2023

BID/ ISSUE OPENS ON⁽¹⁾: FRIDAY, SEPTEMBER 01, 2023

BID/ ISSUE CLOSURES ON: TUESDAY, SEPTEMBER 05, 2023

⁽¹⁾*Our Company in consultation with the BRLM may consider participation by Anchor Investors. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI (ICDR) Regulations, 2018.*

In case of any revisions in the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/ Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the website of the Book Running Lead Managers and the terminals of the other members of the Syndicate and by intimation to SCSBs, the Sponsor Bank, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers (“QIBs”, the “QIB Portion”), provided that our Company may, in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount (“ASBA”) process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see “Offer Procedure” beginning on page 195 of this Red Herring Prospectus.

Bidders/ Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidders/Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidders/ Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for or unblocking of ASBA Account or for other correspondence(s) related to an Issue. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants’ sole risk. Bidders /Applicants should ensure that PAN, DP ID and the Client ID are correctly filled in the Bid cum Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form should match with the PAN, DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects and other objects of our Company, see “History and Corporate Structure” on page 119 of the Red Herring Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our

Company is a material document for inspection in relation to the Issue. For further details, see the section “Material Contracts and Documents for Inspection” on page 266 of the Red Herring Prospectus.

LIABILITY OF MEMBERS AS PER MOA: The Liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE: The Authorized share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each. For details of the Capital Structure, see “Capital Structure” on the page 53 of the Red Herring Prospectus.

NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM: Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association of our Company: Balakrishnan - 37,500 Equity Shares and D. Pinto Sasikumar-12,500 Equity Shares of Rs.10/- each. Details of the main objects of the Company as contained in the Memorandum of Association, see “History and Corporate Structure” on page 119 of the Red Herring Prospectus. For details of the share capital and capital structure of the Company see “Capital Structure” on page 119 of the Red Herring Prospectus.

LISTING: The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the NSE EMERGE (SME Platform of NSE). Our Company has received an ‘in-principle’ approval from the NSE for the listing of the Equity Shares pursuant to letter dated August 23, 2023. For the purpose of the Issue, the Designated Stock Exchange shall be NSE Limited (NSE). A signed copy of the Red Herring Prospectus has been delivered for registration to the ROC on August 24, 2023 and Prospectus shall be delivered for filing to the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Issue Closing Date, see “Material Contracts and Documents for Inspection” on page 266 of the Red Herring Prospectus.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”): Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Red Herring Prospectus has been filed with SEBI. In terms of the SEBI Regulations, the SEBI shall not issue any observation on the Offer Document. Hence there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire Disclaimer Clause of SEBI beginning on page 172 of the Red Herring Prospectus.

DISCLAIMER CLAUSE OF NSE (THE DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by NSE EMERGE (“EMERGE Platform of NSE”) should not in any way be deemed or construed that the contents of the Prospectus or the price at which the equity shares are offered has been cleared, solicited or approved by NSE, nor does it certify the correctness, accuracy or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer clause pertaining to NSE.

GENERAL RISK: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to ‘Risk Factors’ on page 22 of the Red Herring Prospectus.

NOTICE TO INVESTORS: ADDENDUM CUM CORRIGENDUM TO THE RED HERRING PROSPECTUS DATED AUGUST 24, 2023

This Addendum Cum Corrigendum is with reference to the Red Herring Prospectus dated August 24, 2023 filed with the RoC, and with National Stock Exchange of India.

ADDITION TO THE RISK FACTOR

Risk Factor No. 1:

Our company has issued the bonus share on March 04, 2023 on the basis of the half year audited balance sheet dated September 30, 2022 issued by our statutory auditors, where the UDIN is not generated on the signing date.

The company capitalized reserves worth Rs. 1600.00 lakhs on March 04, 2023, out of the total free reserve and surplus of Rs. 1665.89 lakh. The audit report for this Bonus issue was issued by K E K and Associates Chartered Accountants, the Statutory Auditors of the company, on September 30, 2022. The audit report was erroneously issued without the UDIN (Unique Document Identification Number).

The company was not required to file the balance sheet with the Registrar of Companies (ROC) which is prepared for the interim period. Therefore it was not noticed by the Company that the Balance Sheet is provided without the UDIN. However, during the due diligence process for the company's initial public offering (IPO), the deficiency was noticed. The company immediately asked the auditor to rectify the deficiency and generate the UDIN. The UDIN was generated on May 07, 2023, after the balance sheet was signed.

The company has also taken corrective measures and has filed a compounding application with the ROC to comply with the provisions of the applicable law. The compounding application is currently pending with ROC.

We cannot assure you that any of these matters will be settled in our favor or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings could have an adverse effect on our business, results of operations, cash flows, and financial condition.

The RHP shall be read in conjunction Addendum Cum Corrigendum and accordingly all reference to the Application in the RHP stand amended pursuant to this Addendum Cum Corrigendum. The information in this Addendum Cum Corrigendum supplements the RHP and updates the information in the RHP solely to the extent set out above, as may be applicable, and will also be disclosed in the Prospectus as and when filed with the RoC, SEBI and the Stock Exchanges.

This Addendum Cum Corrigendum does not reflect all the changes that have occurred between the date of filing of the RHP and the date hereof, and, accordingly, does not include all the changes and/or updates that will be included in the Prospectus.

All capitalised terms used in this Corrigendum cum Addendum Cum Corrigendum shall, unless the context otherwise requires, have the meaning ascribed to such terms in the Red Herring Prospectus.

ASBA*	Simple, Safe, Smart way of Application- Make use of it!!!	*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.	Mandatory in Public Issues from January 01, 2016. No cheque will be accepted
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UPI-Now available in ASBA for Retail Individual Investors (RII)**

Investors are required to ensure that the bank account used for bidding is linked to their PAN. UPI – Now available in ASBA for RIIs applying through Registered Brokers, DPs & RTAs. RIIs also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.

Investors have to apply through the ASBA process. “ASBA has to be availed by all the investors except anchor investor. UPI may be availed by Retail Individual Investors. For details on the ASBA and the UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section “Offer Procedure” beginning on page 236 of the Red Herring Prospectus. The process is also available on the website of Association of Investment Bankers of India (“AIBI”), the Stock Exchanges and in the General Information Document.

**ASBA forms can be downloaded from the website of NSE EMERGE (“SME Portal of NSE”)*

***List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. AXIS BANK Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirements of the SEBI circular dated November 1, 2018, as amended. For UPI related queries, investors can contact NPCI at the toll free number-18001201740 and Mail Id- ipo.upi@npci.org.in. For the list of UPI Apps and Banks live on IPO, please refer to the link www.sebi.gov.in. For issue related grievance investors may contact: GYR Capital Advisors Private Limited -Mr. Mohit Baid (+91 87775 64648) (Email Id: info@gyrcapitaladvisors.com).*

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
 <p>GYR CAPITAL ADVISORS PRIVATE LIMITED 428, Gala Empire, Near JB Tower, Drive in Road, Thaltej, Ahmedabad -380 054, Gujarat, India. Telephone: +91 87775 64648 Fax: N.A. E-mail: info@gyrcapitaladvisors.com Website: www.gyrcapitaladvisors.com Investor grievance: investors@gyrcapitaladvisors.com Contact Person: Mohit Baid SEBI Registration Number: INM000012810</p>	 <p>PURVA SHAREREGISTRY (INDIA) PRIVATE LIMITED Address: 9 Shiv Shakti Industrial Estate, J.R Boricha Marg, Lower Parel (East), Mumbai- 400011, Maharashtra Tel: +91-022-4961-4132, 022-3199-8810 Email: support@purvashare.com Website: https://www.purvashare.com/ Investor Grievance Email: support@purvashare.com Contact Person: Ms. Deepali Dhuri SEBI Registration Number: INR000001112</p>	 <p>BASILIC FLY STUDIO LIMITED Mr. Nikhil Midha Tower A, KRC Commerzone, Mount Poonamallee Road, Porur, Chennai Tamil Nadu 600116 India Telephone No.: + 91 94164 22201 Website: www.basilicflystudio.com Email: cs@basilicfly.com CIN: U24224GJ2002PLC041119</p> <p>Investors can contact the Company Secretary and Compliance Officer or the BRLM or the Registrar to the Issue in case of any pre-issue or post-issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and refund orders, etc.</p>

AVAILABILITY OF RED HERRING PROSPECTUS: Investors are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein before applying in the Issue. Full copy of the Red Herring Prospectus is available on the website of the SEBI at www.sebi.gov.in, website of the Company at www.basilicflystudio.com, the website of the BRLM to the Issue at: www.gyrcapitaladvisors.com, the website of NSE Emerge at https://www1.nseindia.com/emerge/index_sme.htm, respectively.

AVAILABILITY OF BID-CUM-APPLICATION FORMS: Bid-Cum-Application forms can be obtained from the Registered Office of the Company: Tower A, KRC Commerzone, Mount Poonamallee Road, Porur, Chennai Tamil Nadu 600116 India, Telephone: + 91 94164 22201; BRLM: GYR Capital Advisors Private Limited, Telephone: +91 87775 64648 and the Syndicate Member: Giriraj Stock Broking Private Limited, Telephone: 91-22-67341600, Registered Brokers, RTAs and CDPs participating in the Issue. Bid-cum-application Forms will also be available on the website of NSE EMERGE and the designated branches of SCSBs, the list of which is available at websites of the stock exchanges and SEBI.

ESCROW COLLECTION BANK/ REFUND BANK/ PUBLIC ISSUE ACCOUNT BANK/ SPONSOR BANK: HDFC BANK LIMITED

UPI: Retail Individual Bidders can also Bid through UPI Mechanism.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Red Herring Prospectus.

**On behalf of Board of Directors
For BASILIC FLY STUDIO LIMITED
Sd/-
Mr. Nikhil Midha
Company Secretary & Compliance Officer**

Place: Chennai

Date: August 31, 2023

Disclaimer: Basilic Fly Studio Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed the RHP with the Registrar of Companies, Chennai on August 24, 2023 and thereafter with SEBI and the Stock Exchange. The RHP is available on the website of NSE Emerge at https://www1.nseindia.com/emerge/index_sme.htm and is available on the websites of the BRLM at www.gyrcapitaladvisors.com Any potential investors should note that investment in equity shares involves a high degree of risk and

for details relating to the same, please refer to the RHP including the section titled “Risk Factors” beginning on page 22 of the Red Herring Prospectus.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended or any state securities laws in the United States, and unless so registered, and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, 1933 and in accordance with any applicable U.S. State Securities laws. The Equity Shares are being issued and sold outside the United States in ‘offshore transactions’ in reliance on Regulation “S” under the Securities Act, 1933 and the applicable laws of each jurisdiction where such issues and sales are made. There will be no public offering in the United States.